

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|---|---|--------------------------------|
| ----- | X | |
| In re | : | |
| | : | Chapter 11 |
| SEARS HOLDINGS CORPORATION, <i>et al.</i>, | : | |
| | : | Case No. 18-23538 (RDD) |
| | : | |
| Debtors.¹ | : | (Jointly Administered) |
| ----- | X | |

**NOTICE OF FILING OF FURTHER REVISED LIST OF INITIAL ASSIGNED
AGREEMENTS IN CONNECTION WITH GLOBAL SALE TRANSACTION**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On February 1, 2019, the Debtors filed the list of Initial Assigned Agreements proposed to be assumed and assigned to Buyer at Closing (ECF No. 2349) (the “**Initial List**”). On February 3, 2019, the Debtors filed a revised list of Initial Assigned Agreements proposed to be assumed and assigned to Buyer at Closing (ECF No. 2377) (the “**First Amended List**”).

2. A further revised list of Initial Assigned Agreements is attached hereto as **Exhibit A** (the “**Second Amended List**”). An incremental redline reflecting the changes made to the First Amended List is attached hereto as **Exhibit B**, and a cumulative redline reflecting the changes from the Initial List is attached hereto as **Exhibit C**.

3. The Initial Assigned Agreements shall be assigned to the Buyer or assumed by the Seller and assigned to the Buyer on the Closing Date. The Buyer can amend the list of Initial

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Assigned Agreements in accordance with the terms of the Asset Purchase Agreement until the second (2nd) Business Day prior to the Closing Date.

4. Copies of the Global Bidding Procedures Order, the Global Bidding Procedures, the Initial Notice, the Supplemental Notice, the Second Supplemental Notice, the Initial List, and the First Amended List may be obtained free of charge at the website dedicated to the Debtors' chapter 11 cases maintained by their claims and noticing agent and administrative advisor, Prime Clerk LLC, located at <https://restructuring.primeclerk.com/Sears>.

Dated: February 7, 2019

/s/ Sunny Singh
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*Attorneys for Debtors
and Debtors in Possession*

Exhibit A

Second Amended List

Assumption and Assignment Notice

Initial Assumed Agreements

Schedule 1 – Executory Contracts

| No. | ECF No.¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|------------|----------------------------|---------------------------------------|---|--|---------------------|--------------------|----------------------------|
| 1. | N/A | Sears Holdings Management Corporation | American Express Business Travel | Fin Services - American Express Card Acceptance - Amendment | Cw2338277 | \$00.00 | No Objection Filed. |
| 2. | N/A | Sears Holdings Management Corporation | American Express Business Travel | Fin - American Express Travel Related Services Company Inc (Gbt Us Llc) - Master Services | Shclcw7058 | \$00.00 | No Objection Filed. |
| 3. | N/A | Sears Holdings Management Corporation | American Express Travel Related Services Company, Inc. | American Express Card Acceptance Agreement | N/A | \$00.00 | No Objection Filed. |
| 4. | N/A | Sears Holdings Management Corporation | American Express Travel Related Services Company, Inc. | Amendment To Agreement For American Express Card Acceptance | N/A | \$00.00 | No Objection Filed. |
| 5. | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Tax Sharing Agreement | N/A | \$00.00 | Not disputed in objection. |
| 6. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | | N/A | \$00.00 | Not disputed in objection. |

¹ This column reflects the ECF number of any applicable objection filed by the counterparty.

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|-----|----------------------|---------------------------------------|---|--|--------------|-------------|----------------------------|
| 7. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Syw - Sears Hometown And Outlet Stores Inc - Retail Establishment Agreement - 2016 | Cw2323625 | \$00.00 | Not disputed in objection. |
| 8. | 1893 | Sears Holdings Management Corporation | Cross Country Home Services (HMW) | HS OPS-Cross Country Home Service Inc – Agreement - 2014 | SHCLCW3606 | \$00.00 | Not disputed in objection. |
| 9. | 1893 | Sears Roebuck and Co. | Cross Country Home Services (HMW) | | CW2340683 | \$00.00 | Not disputed in objection. |
| 10. | 1893 | Sears Roebuck and Co. | Cross Country Home Services, Inc. | Home Services Agreement 2016 | | \$00.00 | Not disputed in objection. |
| 11. | 1893 | Sears Holdings Management Corporation | Cross Country Home Services, Inc., Homesure Of America, Inc., Homesure Protection of. | Amended and Restated Total Home Management Program Agreement 2017 | | \$00.00 | Not disputed in objection. |
| 12. | 1893 | Sears Holdings Management Corporation | Cross Country Home Services, Inc., Homesure Of America, Inc., Homesure Protection of. | Guarantee and Security Agreement | | \$00.00 | Not disputed in objection. |
| 13. | 1893 | Sears Holdings Management Corporation | Cross Country Home Services, Inc., Homesure Of America, Inc., Homesure Protection of California Inc. and Homesure OF Virginia, Inc. | Third Party Warranty Agreement | | \$00.00 | Not disputed in objection. |
| 14. | 1893 | Sears Roebuck and Co. | Cross Country Home Services, Inc. | Fifth Amendment to Home Warranty Service Agreement | | \$00.00 | Not disputed in objection. |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|-----|----------------------|---------------------------------------|--|---|--------------|-------------|----------------------------|
| 15. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Shop Your Way Rewards Retail Establishment Agreement & Amendment #2 | 396577 | \$00.00 | Not disputed in objection. |
| 16. | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Trademark License Agreement | 536493 | \$00.00 | Not disputed in objection. |
| 17. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Office Space Lease | 431288 | \$00.00 | Not disputed in objection. |
| 18. | 1835 | Innovel Solutions, Inc. | Sears Hometown And Outlet Stores, Inc. | Purchase Agreement For Excess And Salvage Merchandise | 534857 | \$00.00 | Not disputed in objection. |
| 19. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Security Interest In Assets Of Sears Hometown And Outlet Stores, Inc. | N/A | \$00.00 | Not disputed in objection. |
| 20. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment #1 To Employee Transition And Administrative Services Agreement | 509440 | \$00.00 | Not disputed in objection. |
| 21. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Transition Of Sears Procurement Services | 546403 | \$00.00 | Not disputed in objection. |
| 22. | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Agreement And Authorization For Sho Franchisee Leasing Business | 537252 | \$00.00 | Not disputed in objection. |
| 23. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 10 To Service Agreement | 543771 | \$00.00 | Not disputed in objection. |
| 24. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Service Level Agreement Between Sears Holdings Corporation And Sho | 509456 | \$00.00 | Not disputed in objection. |
| 25. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Shop Your Way Rewards Retail Establishment Agreement | N/A | \$00.00 | Not disputed in objection. |
| 26. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 8 To Services Agreement | N/A | \$00.00 | Not disputed in objection. |

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|-----|----------------------|---------------------------------------|--|---|--------------|-------------|----------------------------|
| 27. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Services Agreement | | \$00.00 | Not disputed in objection. |
| 28. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 1 To Services Agreement | | \$00.00 | Not disputed in objection. |
| 29. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 2 To Services Agreement | | \$00.00 | Not disputed in objection. |
| 30. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 3 To Services Agreement | | \$00.00 | Not disputed in objection. |
| 31. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 4 To Services Agreement | | \$00.00 | Not disputed in objection. |
| 32. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 5 To Services Agreement | | \$00.00 | Not disputed in objection. |
| 33. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 6 To Services Agreement | | \$00.00 | Not disputed in objection. |
| 34. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 7 To Services Agreement | | \$00.00 | Not disputed in objection. |
| 35. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 9 To Services Agreement | | \$00.00 | Not disputed in objection. |
| 36. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Employee Transition And Administrative Services Agreement | | \$00.00 | Not disputed in objection. |
| 37. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 1 To Shop Your Way Rewards Retail Establishment Agreement | | \$00.00 | Not disputed in objection. |
| 38. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment #2 To Shop Your Way Rewards Retail Establishment Agreement | | \$00.00 | Not disputed in objection. |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|-----|----------------------|---------------------------------------|--|--|--------------|-------------------------|----------------------------|
| 39. | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Separation Agreement | | \$00.00 | Not disputed in objection. |
| 40. | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 1 To Separation Agreement | | \$00.00 | Not disputed in objection. |
| 41. | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment No. 1 To Trademark License Agreement | | \$00.00 | Not disputed in objection. |
| 42. | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Supplemental Agreement | | \$00.00 | Not disputed in objection. |
| 43. | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 1 To Supplemental Agreement | | \$00.00 | Not disputed in objection. |
| 44. | 1835 | Sears Brands, L.L.C. | Sears Hometown And Outlet Stores, Inc. | License And Intellectual Property Management Agreement | N/A | \$00.00 | Not disputed in objection. |
| 45. | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Tax Sharing Agreement | N/A | \$00.00 | Not disputed in objection. |
| 46. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | | N/A | \$00.00 | Not disputed in objection. |
| 47. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Syw - Sears Hometown And Outlet Stores Inc - Retail Establishment Agreement - 2016 | Cw2323625 | \$00.00 | Not disputed in objection. |
| 48. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Shop Your Way Rewards Retail Establishment Agreement & Amendment #2 | 396577 | \$00.00 | Not disputed in objection. |
| 49. | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Trademark License Agreement | 536493 | \$00.00 | Not disputed in objection. |
| 50. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Office Space Lease | 431288 | \$00.00 | Not disputed in objection. |
| 51. | N/A | Sears Holdings Management Corporation | First Data Corporation-1000623488 \ | Lp Ops - Telecheck Services Inc - Warranty Service Agreement - 2008 | Shclcw5528 | \$ 277,962 ² | No Objection Filed. |

² Buyer agrees to offset against what First Data Corporation owes to Sellers.

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|-----|----------------------|---------------------------------------|---|---|--------------|-------------|----------------------------|
| | | | Telecheck Services Inc | | | | |
| 52. | 2024 | Kmart Corporation | Dfs Services Llc, Successor In Interest To Discover Card Services, Inc. | Notice Of Changes Of Fees Under Merchant Services Agreement Dates November 15, 1987 | N/A | N/A | Not disputed in objection. |
| 53. | 2024 | Kmart Corporation | Discover Financial Services | Letter Of Amendment Dated 9/8/04 To The November 15, 1987 Merchant Services | N/A | N/A | Not disputed in objection. |
| 54. | 2024 | Kmart Corporation | Discover Financial Services | Letter Of Amendment Dated 9/9/03 To The November 15, 1987 Merchant Services | N/A | N/A | Not disputed in objection. |
| 55. | 2024 | Kmart Corporation | Discover Financial Services, Inc. | Supplemental Agreement | N/A | N/A | Not disputed in objection. |
| 56. | 2072 | Sears Holdings Corporation | Stanley Black & Decker, Inc. | Acquired Ip License Agreement | N/A | \$00.00 | Not disputed in objection. |
| 57. | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment No. 1 To Trademark License Agreement | 509438 | \$00.00 | Not disputed in objection. |
| 58. | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment No. 3 To The Amended And Restated Merchandising Agreement | 537251 | \$00.00 | Not disputed in objection. |
| 59. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 9 To Services Agreement | 537250 | \$00.00 | Not disputed in objection. |
| 60. | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment No. 2 To The Amended And Restated Merchandising Agreement | 534598 | \$00.00 | Not disputed in objection. |
| 61. | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment To Amended And Restated Merchandising Agreement | 534596 | \$00.00 | Not disputed in objection. |
| 62. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 8 To Services Agreement | 534593 | \$00.00 | Not disputed in objection. |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|-----|----------------------|---------------------------------------|--|---|--------------|-------------|----------------------------|
| 63. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 7 To Services Agreement | 529128 | \$00.00 | Not disputed in objection. |
| 64. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 5 To Services Agreement | 525479 | \$00.00 | Not disputed in objection. |
| 65. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 6 To Services Agreement | 525037 | \$00.00 | Not disputed in objection. |
| 66. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 3 To Services Agreement | 511414 | \$00.00 | Not disputed in objection. |
| 67. | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment No. 4 To The Amended And Restated Merchandising Agreement | 509442 | \$00.00 | Not disputed in objection. |
| 68. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 4 To Services Agreement | 509441 | \$00.00 | Not disputed in objection. |
| 69. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 2 To Services Agreement | 459349 | \$00.00 | Not disputed in objection. |
| 70. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 1 To Services Agreement | 444110 | \$00.00 | Not disputed in objection. |
| 71. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Services Agreement | 396576 | \$00.00 | Not disputed in objection. |
| 72. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment #2 To Shop Your Way Rewards Retail Establishment Agreement | 547382 | \$00.00 | Not disputed in objection. |
| 73. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 1 To Shop Your Way Rewards Retail Establishment Agreement | 547382 | \$00.00 | Not disputed in objection. |
| 74. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 1 To Supplemental Agreement | 509445 | \$00.00 | Not disputed in objection. |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|-----|----------------------|---|--|---|-------------------|-------------|---|
| 75. | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Supplemental Agreement | 444115 | \$00.00 | Not disputed in objection. |
| 76. | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 1 To Separation Agreement | 444114 | \$00.00 | Not disputed in objection. |
| 77. | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Separation Agreement | 396575 | \$00.00 | Not disputed in objection. |
| 78. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 8 To Services Agreement | (blank in notice) | \$00.00 | Not disputed in objection. |
| 79. | N/A | Sears Brands Management Corporation | FLI Charge, Inc. | Patent License & Technology Agreement | N/A | \$00.00 | No Objection Filed. |
| 80. | N/A | Kmart Corporation; Sears, Roebuck and Co. | ABG Sportcraft, L.L.C. | License Agreement, as amended through 4/5/2018 | | \$00.00 | No Objection Filed. |
| 81. | 1821 | Sears Brands Management Corporation | Cleva North America, Inc. | License Agreement | N/A | \$00.00 | Not disputed in objection with respect to this agreement. |
| 82. | N/A | Sears Brands Management Corporation | Drinkpod LLC | License Agreement | N/A | \$1,675 | No Objection Filed. |
| 83. | N/A | Sears Brands Management Corporation | Permasteel, Inc. | License Agreement, as amended through August 28, 2017 | | | No Objection Filed. |
| 84. | N/A | Sears Brands Management Corporation | Gibson Overseas, Inc. | License Agreement | N/A | \$7,889 | No Objection Filed. |
| 85. | N/A | Sears Brands Management Corporation | Algert Company | Distribution Agreement | | \$00.00 | No Objection Filed. |
| 86. | N/A | Sears Brands Management Corporation | Globistic Co., Inc. | Distributorship Agreement | N/A | \$00.00 | No Objection Filed. |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|-----|----------------------|--|--|---|--------------|-------------|---------------------|
| 87. | N/A | Sears Brands Management Corporation | Homemart, S.A. | Retail Store License Agreement, as amended through [] | N/A | \$00.00 | No Objection Filed. |
| 88. | N/A | Sears Brands Management Corporation | Distribuidora y Comercializadora Master Brands SpA – Chile | Distributorship Agreement | N/A | \$00.00 | No Objection Filed. |
| 89. | N/A | Sears, Roebuck and Co. | Lands' End, Inc. and its Affiliates | Retail Operations Agreement | N/A | \$00.00 | No Objection Filed. |
| 90. | N/A | Sears, Roebuck and Co.; Sears Brands Management Corporation | Sears, Roebuck de Mexico, S.A. de C.V. | Amended and Restated Trademark License Agreement, as Amended through Jan. 1, 2010 | N/A | \$00.00 | No Objection Filed. |
| 91. | 1835 | Sears, Roebuck and Co. | Sears Authorized Hometown Stores, LLC and franchise sublicensees | Store License Agreement, as amended July 10, 2017 | | \$00.00 | No Objection Filed. |
| 92. | 1835 | Sears Roebuck and Co. | Sears Outlet Stores, L.L.C. and its franchisees | Store License Agreement, as amended through May 1, 2016 | | \$00.00 | No Objection Filed. |
| 93. | N/A | Kmart Corporation | Route 66 Holdings, LLC | Amended and Restated License Agreement as amended through 5/12/2010 | N/A | \$00.00 | No Objection Filed. |
| 94. | N/A | Sears International Marketing, Inc. | Sears, Roebuck de Mexico, S.A. DE C.V. | Amendment to Merchandise Sale Agreement Dated April 17, 1997 | N/A | \$00.00 | No Objection Filed. |
| 95. | N/A | Sears Roebuck and Co. | Sears Home Appliance Showrooms, LLC | Store License Agreement | 396580 | \$00.00 | No Objection Filed. |
| 96. | N/A | Sears, Roebuck and Co. | Sears International Marketing, Inc. and Sears, Roebuck de Mexico, S.A. de C.V. | Amendment to Merchandise Service and Quality Control Agreement dated April 28, 1997 | N/A | \$00.00 | No Objection Filed. |
| 97. | N/A | Sears, Roebuck and Co., Sears Brands Management Corporation; Sears | Roebuck de Mexico, S.A de C.V.; Sears International Marketing, Inc. | Second Amendment to Merchandise Service and Quality Control Agreement | N/A | \$00.00 | No Objection Filed. |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|------|----------------------|---|--|--|--------------|-------------|---|
| 98. | N/A | Sears, Roebuck and Co., Sears Brands Management Corporation; Sears, | Roebuck de Mexico, S.A de C.V.; Sears International Marketing, Inc. | Third Amendment to Merchandise Service and Quality Control Agreement | N/A | \$00.00 | No Objection Filed. |
| 99. | N/A | Sears, Roebuck and Co. | Sears International Marketing, Inc. and Sears, Roebuck de Mexico, S.A. de C.V. | Mexico Merchandise Service and Quality Control Agreement | N/A | \$00.00 | No Objection Filed. |
| 100. | N/A | Sears Holdings Management Corporation | FIA Card Services NA | FIN- Bank of America N.A. – Statement of Work 1 to Card Service Agreement – 2011 | SHCLCW1617 | \$00.00 | No Objection Filed. |
| 101. | N/A | Sears Holdings Management Corporation | FIA Card Services NA | FIN – Bank of America N.A. – Card Service Agreement - 2011 | SHCLCW1617 | \$00.00 | No Objection Filed. |
| 102. | N/A | SEARS, ROEBUCK AND CO., AND SEARS BRANDS BUSINESS UNIT CORPORATION | CITIBANK, N.A. | AMENDED AND RESTATED MARKETING AGREEMENT | | \$00.00 | No Objection Filed. |
| 103. | N/A | SEARS, ROEBUCK AND CO. | CITIBANK, N.A. | AMENDED AND RESTATED NEW MERCHANT AGREEMENT | | \$00.00 | No Objection Filed. |
| 104. | N/A | SEARS BRANDS BUSINESS UNIT CORP; SEARS REOBUCK AND CO. | CITIBANK, N.A. | SECOND AMENDED AND RESTATED PROGRAM AGREEMENT | | \$00.00 | No Objection Filed. |
| 105. | 1835 | Kmart Corporation; Sears Holdings Corporation; | Sears Hometown And Outlet Stores, Inc. | Amended And Restated Merchandising Agreement | 509443 | \$00.00 | Cure Amount, if any, to be mutually agreed in each party's sole discretion. |
| 106. | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment To Amended And Restated Merchandising Agreement | | \$00.00 | Cure Amount, if any, to be mutually agreed in each party's sole discretion. |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|------|----------------------|--|--|---|--------------|-------------|---|
| 107. | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment No. 2 To The Amended And Restated Merchandising Agreement | | \$00.00 | Cure Amount, if any, to be mutually agreed in each party's sole discretion. |
| 108. | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment No. 3 To The Amended And Restated Merchandising Agreement | | \$00.00 | Cure Amount, if any, to be mutually agreed in each party's sole discretion. |
| 109. | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment No. 4 To The Amended And Restated Merchandising Agreement | | \$00.00 | Cure Amount, if any, to be mutually agreed in each party's sole discretion. |
| 110. | 1835 | Kmart Corporation; Sears Holdings Corporation; | Sears Hometown And Outlet Stores, Inc. | Amended And Restated Merchandising Agreement | 509443 | \$00.00 | Cure Amount, if any, to be mutually agreed in each party's sole discretion. |
| 111. | N/A | Sears Holdings Corporation, Sears roebuck and Co., Kmart Corporation | Bank of America, N.A. | Lender Tri-Party Agreement Amended and Restated Agreement | | \$00.00 | No Objection Filed. |
| 112. | N/A | Sears Holdings Corporation, Sears roebuck and Co., Kmart Corporation | Gordon Brothers Finance Company | Lender Tri-Party Agreement Amended and Restated Agreement | | \$00.00 | No Objection Filed. |
| 113. | N/A | Sears Holdings Corporation, Sears roebuck and Co., Kmart Corporation | Sears Authorized Hometown Stores, LLC | Lender Tri-Party Agreement Amended and Restated Agreement | | \$00.00 | No Objection Filed. |
| 114. | N/A | Sears Holdings Corporation, Sears roebuck and Co., Kmart Corporation | Sears Home Applicable Showrooms, LLC | Lender Tri-Party Agreement Amended and Restated Agreement | | \$00.00 | No Objection Filed. |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|------|----------------------|--|---|---|--------------|-------------|----------------------------|
| 115. | N/A | Sears Holdings Corporation, Sears roebuck and Co., Kmart Corporation | Sears Hometown And Outlet Stores, Inc. | Lender Tri-Party Agreement Amended and Restated Agreement | | \$00.00 | No Objection Filed. |
| 116. | N/A | Sears Holdings Corporation, Sears roebuck and Co., Kmart Corporation | Sears Outlet Stores, LLC | Lender Tri-Party Agreement Amended and Restated Agreement | | \$00.00 | No Objection Filed. |
| 117. | N/A | Sears Brands Management Corporation | Beijing Industrial Development | License Agreement | | \$00.00 | No Objection Filed. |
| 118. | 2024 | Sears Roebuck and Co. | DFS Services LLC formerly Novus Services, Inc. | Master Services Agreement | | \$00.00 | Not disputed in objection. |
| 119. | 2024 | Kmart Corporation | DFS Services LLC, successor in interest to Discover Card Services, Inc. | Master Services Agreement | | \$00.00 | Not disputed in objection. |

Schedule 2 – Leases

| | ECF No. | Counterparty | Debtor | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|------|----------------|---------------------|--|---|---------------------|--------------------|------------------------|
| 120. | N/A | SRC Facilities LLC | Kmart Corporation; Sears, Roebuck and Co. | Amended and Restated Master Lease Agreement | N/A | \$00.00 | TBD ³ |
| 121. | N/A | SRC O.P LLC | Kmart Corporation; Sears, Roebuck and Co | Amended and Restated Master Lease Agreement | N/A | \$00.00 | TBD ⁴ |

³ Sparrow entities reserve rights with respect to payment of post-petition rent under MLA with respect to dark stores.

⁴ Sparrow entities reserve rights with respect to payment of post-petition rent under MLA with respect to dark stores.

Exhibit B

Incremental Redline to First Amended List

Exhibit A

Assumption and Assignment Notice

Initial Assumed Agreements

Schedule 1 – Executory Contracts

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|-----|----------------------|---------------------------------------|---|--|--------------|-------------|---------------------|
| 1. | N/A | Sears Holdings Management Corporation | American Express Business Travel | Fin Services - American Express Card Acceptance - Amendment | Cw2338277 | \$00.00 | No Objection Filed. |
| 2. | N/A | Sears Holdings Management Corporation | American Express Business Travel | Fin - American Express Travel Related Services Company Inc (Gbt Us Llc) - Master Services | Shclcw7058 | \$00.00 | No Objection Filed. |
| 3. | N/A | Sears Holdings Management Corporation | American Express Travel Related Services Company, Inc. | American Express Card Acceptance Agreement | N/A | \$00.00 | No Objection Filed. |
| 4. | N/A | Sears Holdings Management Corporation | American Express Travel Related Services Company, Inc. | Amendment To Agreement For American Express Card Acceptance | N/A | \$00.00 | No Objection Filed. |

¹ This column reflects the ECF number of any applicable objection filed by the counterparty.

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|-----|----------------------|---------------------------------------|--|--|--------------|-------------|----------------------------|
| 5. | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Tax Sharing Agreement | N/A | \$00.00 | Not disputed in objection. |
| 6. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | | N/A | \$00.00 | Not disputed in objection. |
| 7. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Syw - Sears Hometown And Outlet Stores Inc - Retail Establishment Agreement - 2016 | Cw2323625 | \$00.00 | Not disputed in objection. |
| 8. | 1893 | Sears Holdings Management Corporation | Cross Country Home Services (HMW) | HS OPS-Cross Country Home Service Inc – Agreement - 2014 | SHCLCW3606 | \$00.00 | Not disputed in objection. |
| 9. | 1893 | Sears Roebuck and Co. | Cross Country Home Services (HMW) | | CW2340683 | \$00.00 | Not disputed in objection. |
| 10. | 1893 | Sears Roebuck and Co. | Cross Country Home Services, Inc. | Home Services Agreement 2016 | | \$00.00 | Not disputed in objection. |
| 11. | 1893 | Sears Holdings Management Corporation | Cross Country Home Services, Inc., Homesure Of America, Inc., Homesure Protection of. | Amended and Restated Total Home Management Program Agreement 2017 | | \$00.00 | Not disputed in objection. |
| 12. | 1893 | Sears Holdings Management Corporation | Cross Country Home Services, Inc., Homesure Of America, Inc., Homesure Protection of. | Guarantee and Security Agreement | | \$00.00 | Not disputed in objection. |
| 13. | 1893 | Sears Holdings Management Corporation | Cross Country Home Services, Inc., Homesure Of America, Inc., Homesure Protection of California Inc. and Homesure OF | Third Party Warranty Agreement | | \$00.00 | Not disputed in objection. |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|-----|----------------------|---------------------------------------|--|---|--------------|-------------|----------------------------|
| | | | Virginia, Inc. | | | | |
| 14. | 1893 | Sears Roebuck and Co. | Cross Country Home Services, Inc. | Fifth Amendment to Home Warranty Service Agreement | | \$00.00 | Not disputed in objection. |
| 15. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Shop Your Way Rewards Retail Establishment Agreement & Amendment #2 | 396577 | \$00.00 | Not disputed in objection. |
| 16. | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Trademark License Agreement | 536493 | \$00.00 | Not disputed in objection. |
| 17. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Office Space Lease | 431288 | \$00.00 | Not disputed in objection. |
| 18. | 1835 | Innovel Solutions, Inc. | Sears Hometown And Outlet Stores, Inc. | Purchase Agreement For Excess And Salvage Merchandise | 534857 | \$00.00 | Not disputed in objection. |
| 19. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Security Interest In Assets Of Sears Hometown And Outlet Stores, Inc. | N/A | \$00.00 | Not disputed in objection. |
| 20. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment #1 To Employee Transition And Administrative Services Agreement | 509440 | \$00.00 | Not disputed in objection. |
| 21. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Transition Of Sears Procurement Services | 546403 | \$00.00 | Not disputed in objection. |
| 22. | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Agreement And Authorization For Sho Franchisee Leasing Business | 537252 | \$00.00 | Not disputed in objection. |
| 23. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 10 To Service Agreement | 543771 | \$00.00 | Not disputed in objection. |
| 24. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Service Level Agreement Between Sears Holdings Corporation And Sho | 509456 | \$00.00 | Not disputed in objection. |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|-----|----------------------|---------------------------------------|--|---|--------------|-------------|----------------------------|
| 25. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Shop Your Way Rewards Retail Establishment Agreement | N/A | \$00.00 | Not disputed in objection. |
| 26. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 8 To Services Agreement | N/A | \$00.00 | Not disputed in objection. |
| 27. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Services Agreement | | \$00.00 | Not disputed in objection. |
| 28. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 1 To Services Agreement | | \$00.00 | Not disputed in objection. |
| 29. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 2 To Services Agreement | | \$00.00 | Not disputed in objection. |
| 30. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 3 To Services Agreement | | \$00.00 | Not disputed in objection. |
| 31. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 4 To Services Agreement | | \$00.00 | Not disputed in objection. |
| 32. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 5 To Services Agreement | | \$00.00 | Not disputed in objection. |
| 33. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 6 To Services Agreement | | \$00.00 | Not disputed in objection. |
| 34. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 7 To Services Agreement | | \$00.00 | Not disputed in objection. |
| 35. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 9 To Services Agreement | | \$00.00 | Not disputed in objection. |
| 36. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Employee Transition And Administrative Services Agreement | | \$00.00 | Not disputed in objection. |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|-----|----------------------|---------------------------------------|--|--|--------------|-------------|----------------------------|
| 37. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 1 To Shop Your Way Rewards Retail Establishment Agreement | | \$00.00 | Not disputed in objection. |
| 38. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment #2 To Shop Your Way Rewards Retail Establishment Agreement | | \$00.00 | Not disputed in objection. |
| 39. | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Separation Agreement | | \$00.00 | Not disputed in objection. |
| 40. | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 1 To Separation Agreement | | \$00.00 | Not disputed in objection. |
| 41. | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment No. 1 To Trademark License Agreement | | \$00.00 | Not disputed in objection. |
| 42. | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Supplemental Agreement | | \$00.00 | Not disputed in objection. |
| 43. | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 1 To Supplemental Agreement | | \$00.00 | Not disputed in objection. |
| 44. | 1835 | Sears Brands, L.L.C. | Sears Hometown And Outlet Stores, Inc. | License And Intellectual Property Management Agreement | N/A | \$00.00 | Not disputed in objection. |
| 45. | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Tax Sharing Agreement | N/A | \$00.00 | Not disputed in objection. |
| 46. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | | N/A | \$00.00 | Not disputed in objection. |
| 47. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Syw - Sears Hometown And Outlet Stores Inc - Retail Establishment Agreement - 2016 | Cw2323625 | \$00.00 | Not disputed in objection. |
| 48. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Shop Your Way Rewards Retail Establishment Agreement & Amendment #2 | 396577 | \$00.00 | Not disputed in objection. |
| 49. | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Trademark License Agreement | 536493 | \$00.00 | Not disputed in objection. |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|-----|----------------------|---------------------------------------|---|---|--------------|-------------------------|----------------------------|
| 50. | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Office Space Lease | 431288 | \$00.00 | Not disputed in objection. |
| 51. | N/A | Sears Holdings Management Corporation | First Data Corporation-1000623 488 \ Telecheck Services Inc | Lp Ops - Telecheck Services Inc - Warranty Service Agreement - 2008 | Shclcw5528 | \$ 277,962 ² | No Objection Filed. |
| 52. | 2024 | Kmart Corporation | Dfs Services Llc, Successor In Interest To Discover Card Services, Inc. | Notice Of Changes Of Fees Under Merchant Services Agreement Dates November 15, 1987 | N/A | N/A | Not disputed in objection. |
| 53. | 2024 | Kmart Corporation | Discover Financial Services | Letter Of Amendment Dated 9/8/04 To The November 15, 1987 Merchant Services | N/A | N/A | Not disputed in objection. |
| 54. | 2024 | Kmart Corporation | Discover Financial Services | Letter Of Amendment Dated 9/9/03 To The November 15, 1987 Merchant Services | N/A | N/A | Not disputed in objection. |
| 55. | 2024 | Kmart Corporation | Discover Financial Services, Inc. | Supplemental Agreement | N/A | N/A | Not disputed in objection. |
| 56. | 2072 | Sears Holdings Corporation | Stanley Black & Decker, Inc. | Acquired Ip License Agreement | N/A | \$00.00 | Not disputed in objection. |
| 57. | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment No. 1 To Trademark License Agreement | 509438 | \$00.00 | Not disputed in objection. |
| 58. | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment No. 3 To The Amended And Restated Merchandising Agreement | 537251 | \$00.00 | Not disputed in objection. |
| 59. | 1992 | Sears Holdings Management Corporation | Oracle America, Inc. — 402651 | SYW — Oracle — OD for Email Marketing — 2018 | CW2339264 | \$2,149,380.00 | Not disputed in objection. |

² Buyer agrees to offset against what First Data Corporation owes to Sellers.

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|-----|----------------------|---|-------------------------------|---|--------------|-------------|----------------------------|
| 60. | 1992 | Sears Holdings Management Corporation | Oracle America, Inc. — 402651 | MKTG — Home Services — OracleMaxymiser — 2018 | CW2340060 | \$00.00 | Not disputed in objection. |
| 61. | 1992 | Sears Holdings Management Corporation | Oracle America, Inc. — 402651 | SYW — Oracle — MSA — 2016 | CW2311500 | \$00.00 | Not disputed in objection. |
| 62. | 1992 | Sears Holdings Management Corporation | Oracle America, Inc. — 402651 | HS — Oracle — OD for HS Email Services — 2018 | CW2339405 | \$00.00 | Not disputed in objection. |
| 63. | 1992 | Sears Holdings Management Corporation | Oracle America, Inc. — 402651 | SYW — Oracle — OD — 2018 | CW2339388 | \$00.00 | Not disputed in objection. |
| 64. | 1992 | Kmart Corporation; Sears, Roebuck and Co. | Oracle America, Inc | IT OPS — Oracle USA Inc — MSSA 2005 | SHCLCW1600 | \$00.00 | Not disputed in objection. |
| 65. | 1992 | Sears Holdings Management Corporation | Oracle America, Inc | ITG — Oracle Amendment 2 to MSA — 2005 | CW2309081 | \$00.00 | Not disputed in objection. |
| 66. | 1992 | Sears Holdings Management Corporation | Oracle | IT — Oracle — Cloud Services Agreement — 20160531 | CW2318109 | \$00.00 | Not disputed in objection. |
| 67. | 1992 | Sears Holdings Management Corporation | Oracle America, Inc. | Oracle Cloud Services Agreement US-CSA-OT600571 Effective 31-May 2016 | CW2340060 | \$00.00 | Not disputed in objection. |
| 68. | 1992 | Sears Holdings Corporation | Oracle America | SYW-ORACLE-OD-FOR-DELIVERABILITY — 2018 | CW2335726 | \$00.00 | Not disputed in objection. |
| 69. | 1992 | Sears Holdings Corporation | Oracle America | Oracle BI/Fusion 2018 Annual Maintenance | | \$00.00 | Not disputed in objection. |
| 70. | 1992 | Sears Holdings Corporation | Oracle America | Oracle G-Log-GC3 Bundle 2018 Annual Renewal | | \$00.00 | Not disputed in objection. |
| 71. | 1992 | Sears Holdings Corporation | Oracle America | Oracle Weblogic-OTM Renewal 2018 | | \$00.00 | Not disputed in |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|------------------------|----------------------|---|--|---|--------------|-------------|-----------------------------|
| | | | | | | | objection. |
| 72. | 1992 | Sears Holdings Corporation | Oracle America | Oracle Weblogic OTM 12K Renewal 2018 | | \$00.00 | Not disputed in objection. |
| 73. | 1992 | Kmart Corporation; Sears, Roebuck and Co. | Rimini Street | IT Rimini Street—Statement of Work 01 (Peoplesoft Support Services (2016) | CW2319307 | \$00.00 | Not disputed in objection. |
| 74. | 1992 | Sears Holdings Management Corporation | Oracle America, Inc.—402651 | SYW—Oracle—OD FOR DELIVERABILITY—2018 | CW2335726 | \$00.00 | Not disputed in objection. |
| 75. | 1995/2201 | Sears Holdings Management Corporation | Google Inc. | Online—Google—DFP Premium—2018 | | \$00.00 | \$1,115,563.36 ² |
| 76. | 1995/2201 | Sears Holdings Management Corporation | Google Inc. | Home Service—Google—Suite360—Order Form—2018 | | \$00.00 | See item 75. |
| 77. | 1995/2201 | Sears Holdings Management Corporation | Google Inc. | MKTG—Online—Google—ADSENSE—2018 | | \$00.00 | See item 75. |
| 78. | 1995/2201 | Sears Home & Business Franchise | Google Inc. | Google Advertising Service Agreement | | \$00.00 | See item 75. |
| <u>59.</u> 7 9 : | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 9 To Services Agreement | 537250 | \$00.00 | Not disputed in objection. |
| <u>60.</u> 8 0 : | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment No. 2 To The Amended And Restated Merchandising Agreement | 534598 | \$00.00 | Not disputed in objection. |

²— ~~Disputed amount represents disputed amount for all Google Inc. contracts.~~

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|--|----------------------|---------------------------------------|--|---|--------------|-------------|----------------------------|
| <u>61.</u> 8 1 - | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment To Amended And Restated Merchandising Agreement | 534596 | \$00.00 | Not disputed in objection. |
| <u>62.</u> 8 2 - | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 8 To Services Agreement | 534593 | \$00.00 | Not disputed in objection. |
| <u>63.</u> 8 3 - | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 7 To Services Agreement | 529128 | \$00.00 | Not disputed in objection. |
| <u>64.</u> 8 4 - | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 5 To Services Agreement | 525479 | \$00.00 | Not disputed in objection. |
| <u>65.</u> 8 5 - | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 6 To Services Agreement | 525037 | \$00.00 | Not disputed in objection. |
| <u>66.</u> 8 6 - | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 3 To Services Agreement | 511414 | \$00.00 | Not disputed in objection. |
| <u>67.</u> 8 7 - | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment No. 4 To The Amended And Restated Merchandising Agreement | 509442 | \$00.00 | Not disputed in objection. |
| <u>68.</u> 8 8 - | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 4 To Services Agreement | 509441 | \$00.00 | Not disputed in objection. |
| <u>69.</u> 8 9 - | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 2 To Services Agreement | 459349 | \$00.00 | Not disputed in objection. |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|--|----------------------|---------------------------------------|--|---|--------------------|-------------|----------------------------|
| <u>70.9</u> 0 - | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 1 To Services Agreement | 444110 | \$00.00 | Not disputed in objection. |
| <u>71.9</u> 1 - | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Services Agreement | 396576 | \$00.00 | Not disputed in objection. |
| <u>72.9</u> 2 - | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment #2 To Shop Your Way Rewards Retail Establishment Agreement | 547382 | \$00.00 | Not disputed in objection. |
| <u>73.9</u> 3 - | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 1 To Shop Your Way Rewards Retail Establishment Agreement | 547382 | \$00.00 | Not disputed in objection. |
| <u>74.9</u> 4 - | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 1 To Supplemental Agreement | 509445 | \$00.00 | Not disputed in objection. |
| <u>75.9</u> 5 - | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Supplemental Agreement | 444115 | \$00.00 | Not disputed in objection. |
| <u>76.9</u> 6 - | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 1 To Separation Agreement | 444114 | \$00.00 | Not disputed in objection. |
| <u>77.9</u> 7 - | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Separation Agreement | 396575 | \$00.00 | Not disputed in objection. |
| <u>78.9</u> 8 - | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 8 To Services Agreement | -(blank in notice) | \$00.00 | Not disputed in objection. |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|---------------------------------|----------------------|---|---|---|----------------------|-----------------------|--|
| 79. 9 9 - | N/A | Sears Brands Management Corporation | FLI Charge, Inc. | Patent License & Technology Agreement | N/A | \$00.00 | No Objection Filed. |
| 80. 1 0 0 - | N/A | Kmart Corporation; Sears, Roebuck and Co. | ABG Sportcraft, L.L.C. | License Agreement, as amended through 4/5/2018 | | \$00.00 | No Objection Filed. |
| 101. | 2000 | Sears Roebuck and Co. (as assignee from Kmart Corporation) | ICON DE Holdings (as successor to IP Holdings LLC) | License Agreement, as amended through 1/23/2018 | | \$00.00 | \$16,776.00 |
| 102. | 1981/2252 | Sears Holdings Management Corporation | Salesforce.com, Inc. | Invoice No. 1252781 | | \$ 460,880 | \$119,471.27³ |
| 103. | 1981/2252 | Sears Holdings Management Corporation | Salesforce.com | Master Subscription Agreement | SHC 68113 | | See item 102. |
| 104. | 1981/2252 | Sears Holdings Management Corporation | Salesforce.com, Inc. | Invoice No. 1252781 | | | See item 102. |
| 105. | 1988 | Sears Holdings Management Corporation | Cisco Systems, Inc. | IT-Cisco Systems, Inc.— Master Procurement Agreement | SHCLCW52 | \$ 424,905 | \$94,255.56 (plus \$94,703.02 after February 1, 2019) |
| 106. | 1988 | Sears Holdings Management Corporation | Cisco Systems, Inc. | Amendment 4 to MPA—2018 | CW2338855 | \$00.00 | See item 105. |
| 107. | 1842 | Sears Holdings Management Corporation | MICROSOFT CORP | Sub-Agreement | CW2340816 | \$00.00 | See item 109. |

³- ~~Dispute amount represents disputed amount for all Salesforce.com and Salesforce.com, Inc. contracts.~~

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|-----------------|----------------------|--|---|---|-----------------------|-------------------------|--------------------------------------|
| 108. | 1842 | Sears Holdings Management Corporation | MICROSOFT CORP | Sub Agreement | CW2340816 | \$00.00 | See item 109. |
| 109. | 1842 | Sears, Roebucks and Co. | Microsoft Licensing GP-695814 | ITG-Microsoft Licensing GP Business Agreement | CS2212211 | \$00.00 | \$1581,584.41⁴ |
| 110. | 1842 | Sears Holdings Management Corporation | Microsoft Corporation | IT MICROSOFT ENTERPRISE SERVICES WORK ORDER | CW2333269 | \$00.00 | See item 109. |
| 111. | 1842 | Sears Holdings Management Corporation | Microsoft Corporation | IT MICROSOFT VOLUME LICENSING SIGNATURE FORM AND ORDER | CW2333336 | \$00.00 | See item 109. |
| 112. | 1842 | Sears Holdings Management Corporation | Microsoft Corporation | IT-MICROSOFT-CW2320569-ENTERPRISE SUBSCRIPTION ENROLLMENT (DIRECT)-2011 | CW2320569 | \$00.00 | See item 109. |
| 113. | 1842 | Sears Holdings Management Corporation | MICROSOFT ENTERPRISE SERVICES-569749 | IT-MICROSOFT-CW2320569-ENTERPRISE SUBSCRIPTION ENROLLMENT (DIRECT)-2011 | CW2320569 | \$00.00 | See item 109. |
| 114. | 1842 | Sears Holdings Management Corporation | MICROSOFT ENTERPRISE SERVICES-569749 | IT MICROSOFT ENTERPRISE SERVICES WORK ORDER | CW2333269 | \$00.00 | See item 109. |
| 115. | 1852 | Sears Holdings Management Corporation | LinkedIn | THCS LinkedIn Corporation-LinkedIn Corporation Subscription Agreement-2008 | SHCLCW3535 | \$124,466.00 | \$153,633.17⁵ |

⁴- Disputed amount represents disputed amount for all Microsoft contracts.

⁵- Disputed amount represents disputed amount for all LinkedIn contracts.

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|---|----------------------|--|---|---|-----------------------|---------------------|---|
| 116. | 1852 | Sears Holdings Management Corporation | LinkedIn | LinkedIn 2018 Order Form to Corporate Subscription Agreement | CW2335071 | \$00.00 | See item 115. |
| 117. | 1886 | Sears Holdings Management Corporation | Concur Technologies Inc 867262263 | SC—Concur Technologies—Master Software Agreement—2009 | SHCLCW5873 | \$92,474 | Not disputed in objection. |
| 118. | 1886 | Sears Holdings Management Corporation | Concur Technologies Inc 867262263 | FIN-CONCUR-SOW-2015 | CW2295022 | \$00.00 | Not disputed in objection. |
| 119. | 1886 | Sears Holdings Management Corporation | Concur Technologies Inc 867262263 | FIN-CONCUR-SOF 9-OCTOBER-2017 | CW2332790 | \$00.00 | Not disputed in objection. |
| 120. | 1886 | Sears Holdings Management Corporation | SAP America, Inc. | Support Selection Addendum (DIRECT) | | \$00.00 | Not disputed in objection. |
| 121. | 1886 | Sears Holdings Management Corporation | SAP America, Inc. | Software End-User License Agreement | | \$00.00 | Not disputed in objection. |
| 122. | 1842 | N/A | Microsoft Online, Inc. | Microsoft Bing Ads Agreement | | \$00.00 | See item 109. |
| 123. | 1842 | Sears Holdings Management Corporation | MICROSOFT ENTERPRISE SERVICES 569749 | IT MICROSOFT VOLUME LICENSING SIGNATURE FORM AND ORDER | CW2333336 | \$00.00 | See item 109. |
| 81. 4 2 4 7 | 1821 | Sears Brands Management Corporation | Cleva North America, Inc. | License Agreement | N/A | \$00.00 | Not disputed in objection with respect to this agreement. |
| 82. 4 2 5 7 | N/A | Sears Brands Management Corporation | Drinkpod LLC | License Agreement | N/A | \$1,675 | No Objection Filed. |
| 83. 4 2 | N/A | Sears Brands Management | Permasteel, Inc. | License Agreement, as amended through August 28, | | | No Objection Filed. |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|--------------------|----------------------|--------------------------------------|--|--|--------------|-------------|---------------------|
| 6 | | Corporation | | 2017 | | | |
| 84 | N/A | Sears Brands Management Corporation | Gibson Overseas, Inc. | License Agreement | N/A | \$7,889 | No Objection Filed. |
| 85 | N/A | Sears Brands Management Corporation | Algert Company | Distribution Agreement | | \$00.00 | No Objection Filed. |
| 86 | N/A | Sears Brands Management Corporation | Globistic Co., Inc. | Distributorship Agreement | N/A | \$00.00 | No Objection Filed. |
| 87 | N/A | Sears Brands Management Corporation | Homemart, S.A. | Retail Store License Agreement, as amended through [] | N/A | \$00.00 | No Objection Filed. |
| 88 | N/A | Sears Brands Management Corporation | Distribuidora y Comercializadora Master Brands SpA – Chile | Distributorship Agreement | N/A | \$00.00 | No Objection Filed. |
| 89 | N/A | Sears, Roebuck and Co. | Lands' End, Inc. and its Affiliates | Retail Operations Agreement | N/A | \$00.00 | No Objection Filed. |
| 90 | N/A | Sears, Roebuck and Co.; Sears Brands | Sears, Roebuck de Mexico, S.A. de C.V. | Amended and Restated Trademark License | N/A | \$00.00 | No Objection Filed. |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|---|----------------------|---|---|--|----------------------|----------------------|--|
| 3 | | Management Corporation | | Agreement, as Amended through Jan. 1, 2010 | | | |
| 91 4 3 4 5 | 1835 | Sears, Roebuck and Co. | Sears Authorized Hometown Stores, LLC and franchise sublicensees | Store License Agreement, as amended July 10, 2017 | | \$00.00 | No Objection Filed. |
| 92 4 3 5 6 | 1835 | Sears Roebuck and Co. | Sears Outlet Stores, L.L.C. and its franchisees | Store License Agreement, as amended through May 1, 2016 | | \$00.00 | No Objection Filed. |
| 136 | 2000 | Kmart Corporation | Ieon NY Holdings LLC | License Agreement | N/A | \$00.00 | \$205,849.00 |
| 137 | 2009 | Kmart Corporation and its Affiliates | Adam Levine Productions, Inc. | Trademark License Agreement, as amended through 9/14/2018 | N/A | \$180,854 | \$210,037.09 (plus any additional post-petition quarterly payments due through the closing) |
| 93 4 3 8 9 | N/A | Kmart Corporation | Route 66 Holdings, LLC | Amended and Restated License Agreement as amended through 5/12/2010 | N/A | \$00.00 | No Objection Filed. |
| 139 | 2000 | Kmart Corporation | Ieon DE Holdings LLC (as successor to IP Holdings LLC) | License as amended through 8/1/2015 | N/A | \$00.00 | \$7,771,992.00 |
| 140 | N/A | Sears Brands Management Corporation | Ayla Networks | Master Subscription Agreement | CW2308670 | \$00.00 | No Objection Filed. |
| 94 4 5 | N/A | Sears International Marketing, Inc. | Sears, Roebuck de Mexico, S.A. DE C.V. | Amendment to Merchandise Sale Agreement Dated April 17, 1997 | N/A | \$00.00 | No Objection Filed. |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|-------------------------------|----------------------|---|--|---|--------------|-------------|---------------------|
| 95 4 2 7 | N/A | Sears Roebuck and Co. | Sears Home Appliance Showrooms, LLC | Store License Agreement | 396580 | \$00.00 | No Objection Filed. |
| 96 4 3 7 | N/A | Sears, Roebuck and Co. | Sears International Marketing, Inc. and Sears, Roebuck de Mexico, S.A. de C.V. | Amendment to Merchandise Service and Quality Control Agreement dated April 28, 1997 | N/A | \$00.00 | No Objection Filed. |
| 97 4 4 7 | N/A | Sears, Roebuck and Co., Sears Brands Management Corporation; Sears | Roebuck de Mexico, S.A de C.V.; Sears International Marketing, Inc. | Second Amendment to Merchandise Service and Quality Control Agreement | N/A | \$00.00 | No Objection Filed. |
| 98 4 5 7 | N/A | Sears, Roebuck and Co., Sears Brands Management Corporation; Sears, | Roebuck de Mexico, S.A de C.V.; Sears International Marketing, Inc. | Third Amendment to Merchandise Service and Quality Control Agreement | N/A | \$00.00 | No Objection Filed. |
| 99 4 6 7 | N/A | Sears, Roebuck and Co. | Sears International Marketing, Inc. and Sears, Roebuck de Mexico, S.A. de C.V. | Mexico Merchandise Service and Quality Control Agreement | N/A | \$00.00 | No Objection Filed. |
| 100 4 7 7 | N/A | Sears Holdings Management Corporation | FIA Card Services NA | FIN- Bank of America N.A. – Statement of Work 1 to Card Service Agreement – 2011 | SHCLCW1617 | \$00.00 | No Objection Filed. |
| 101 4 | N/A | Sears Holdings Management | FIA Card Services NA | FIN – Bank of America N.A. – Card Service Agreement - | SHCLCW1617 | \$00.00 | No Objection Filed. |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|--|----------------------|--|---|--|---------------|----------------|--|
| 8 | | Corporation | | 2011 | | | |
| 102 4 9 | N/A | SEARS, ROEBUCK AND CO., AND SEARS BRANDS BUSINESS UNIT CORPORATION | CITIBANK, N.A. | AMENDED AND RESTATED MARKETING AGREEMENT | | \$00.00 | No Objection Filed. |
| 103 5 0 | N/A | SEARS, ROEBUCK AND CO. | CITIBANK, N.A. | AMENDED AND RESTATED NEW MERCHANT AGREEMENT | | \$00.00 | No Objection Filed. |
| 104 5 1 | N/A | SEARS BRANDS BUSINESS UNIT CORP; SEARS REOBUCK AND CO. | CITIBANK, N.A. | SECOND AMENDED AND RESTATED PROGRAM AGREEMENT ⁶ | | \$00.00 | No Objection Filed. |
| <u>105.</u> | <u>1835</u> | <u>Kmart Corporation; Sears Holdings Corporation;</u> | <u>Sears Hometown And Outlet Stores, Inc.</u> | <u>Amended And Restated Merchandising Agreement</u> | <u>509443</u> | <u>\$00.00</u> | <u>Cure Amount, if any, to be mutually agreed in each party's sole discretion.</u> |
| <u>106.</u> | <u>1835</u> | <u>Sears, Roebuck And Co.</u> | <u>Sears Hometown And Outlet Stores, Inc.</u> | <u>Amendment To Amended And Restated Merchandising Agreement</u> | | <u>\$00.00</u> | <u>Cure Amount, if any, to be mutually agreed in each party's sole discretion.</u> |
| <u>107.</u> | <u>1835</u> | <u>Sears, Roebuck And Co.</u> | <u>Sears Hometown And Outlet Stores, Inc.</u> | <u>Amendment No. 2 To The Amended And Restated</u> | | <u>\$00.00</u> | <u>Cure Amount, if any, to be mutually agreed</u> |

⁶For the avoidance of doubt, the reference to the Second Amended and Restated Program Agreement includes all Integrated Agreements (as such term is defined therein).

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|----------------------|----------------------|--|--|---|------------------------|-------------------------|---|
| | | | | Merchandising Agreement | | | in each party's sole discretion. |
| 108. | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment No. 3 To The Amended And Restated Merchandising Agreement | | \$00.00 | Cure Amount, if any, to be mutually agreed in each party's sole discretion. |
| 109. | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment No. 4 To The Amended And Restated Merchandising Agreement | | \$00.00 | Cure Amount, if any, to be mutually agreed in each party's sole discretion. |
| 110. | 1835 | Kmart Corporation; Sears Holdings Corporation; | Sears Hometown And Outlet Stores, Inc. | Amended And Restated Merchandising Agreement | 509443 | \$00.00 | Cure Amount, if any, to be mutually agreed in each party's sole discretion. |
| 111. | N/A | Sears Holdings Corporation, Sears roebuck and Co., Kmart Corporation | Bank of America, N.A. | Lender Tri-Party Agreement Amended and Restated Agreement | | \$00.00 | No Objection Filed. |
| 112. | N/A | Sears Holdings Corporation, Sears roebuck and Co., Kmart Corporation | Gordon Brothers Finance Company | Lender Tri-Party Agreement Amended and Restated Agreement | | \$00.00 | No Objection Filed. |
| 113. | N/A | Sears Holdings Corporation, Sears roebuck and Co., Kmart Corporation | Sears Authorized Hometown Stores, LLC | Lender Tri-Party Agreement Amended and Restated Agreement | | \$00.00 | No Objection Filed. |
| 114. | N/A | Sears Holdings Corporation, Sears roebuck and Co., Kmart Corporation | Sears Home Applicable Showrooms, LLC | Lender Tri-Party Agreement Amended and Restated Agreement | | \$00.00 | No Objection Filed. |
| 115. | N/A | Sears Holdings Corporation, Sears | Sears Hometown And Outlet Stores, Inc. | Lender Tri-Party Agreement Amended and Restated | | \$00.00 | No Objection Filed. |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|----------------------|----------------------|--|---|---|--------------|-------------------------|--|
| | | roebuck and Co., Kmart Corporation | | Agreement | | | |
| 116. | N/A | Sears Holdings Corporation, Sears roebuck and Co., Kmart Corporation | Sears Outlet Stores, LLC | Lender Tri-Party Agreement Amended and Restated Agreement | | \$00.00 | No Objection Filed. |
| 117. | N/A | Sears Brands Management Corporation | Beijing Industrial Development | License Agreement | | \$00.00 | No Objection Filed. |
| 118. | 2024 | Sears Roebuck and Co. | DES Services LLC formerly Novus Services, Inc. | Master Services Agreement | | \$00.00 | Not disputed in objection. |
| 119. | 2024 | Kmart Corporation | DES Services LLC, successor in interest to Discover Card Services, Inc. | Master Services Agreement | | \$00.00 | Not disputed in objection. |

Schedule 2 – Leases

| | ECF No. | Counterparty | Debtor | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|--|---------|--------------------|--|---|--------------|-------------|------------------------|
| <u>120</u> ⁷³ \$ 2 . | N/A | SRC Facilities LLC | Kmart Corporation; Sears, Roebuck and Co. | Amended and Restated Master Lease Agreement | N/A | \$00.00 | TBD ⁷³ - |
| <u>121</u> ⁸⁴ \$ 3 . | N/A | SRC O.P LLC | Kmart Corporation; Sears, Roebuck and Co | Amended and Restated Master Lease Agreement | N/A | \$00.00 | TBD ⁸⁴ - |

⁷³ Sparrow entities reserve rights with respect to payment of post-petition rent under MLA with respect to dark stores.

⁸⁴ Sparrow entities reserve rights with respect to payment of post-petition rent under MLA with respect to dark stores.

Exhibit C

Cumulative Redline to Initial List

Exhibit B

Assumption and Assignment Notice

Initial Assumed Agreements

Schedule 1 – Executory Contracts

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|------------------------|----------------------|--|----------------------------------|---|-----------------------|--------------------|--------------------------------|
| 1. | N/A | Sears Holdings Management Corp | Citibank USA | Fin—Citibank Na—Prepaid Card Program Master Agreement—2009 | Shelew6486 | \$00.00 | No Objection Filed. |
| 2. | N/A | Sears Holdings Management Corporation | Citibank USA | Fin—Citibank Na—Payroll Card Addendum— 2009 | Shelew6487 | \$00.00 | No Objection Filed. |
| 3. | N/A | N/A | N/A | Citibank Merchant Agreement Sears Card Conditions | N/A | \$00.00 | No Objection Filed. |
| 4. | N/A | N/A | N/A | Citibank Merchant Agreement Sears Card Conditions | N/A | \$00.00 | No Objection Filed. |
| <u>1.</u> 5 | N/A | Sears Holdings Management | American Express Business Travel | Fin Services - American Express Card | Cw2338277 | \$00.00 | No Objection Filed. |

¹ This column reflects the ECF number of any applicable objection filed by the counterparty.

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|---------------|----------------------|--|--|---|-------------------|--------------------|----------------------------|
| | | Corporation | | Acceptance - Amendment | | | |
| <u>2</u> - 6 | N/A | Sears Holdings Management Corporation | American Express Business Travel | Fin - American Express Travel Related Services Company Inc (Gbt Us Llc) - Master Services | Shclcw7058 | \$00.00 | No Objection Filed. |
| <u>3</u> - 7 | N/A | Sears Holdings Management Corporation | American Express Travel Related Services Company, Inc. | American Express Card Acceptance Agreement | N/A | \$00.00 | No Objection Filed. |
| <u>4</u> - 8 | N/A | Sears Holdings Management Corporation | American Express Travel Related Services Company, Inc. | Amendment To Agreement For American Express Card Acceptance | N/A | \$00.00 | No Objection Filed. |
| <u>5</u> - 9 | N/A 183 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Tax Sharing Agreement | N/A | \$00.00 | Not disputed in objection. |
| <u>6</u> - 10 | N/A 183 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | | N/A | \$00.00 | Not disputed in objection. |
| <u>7</u> - 11 | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Syw - Sears Hometown And Outlet Stores Inc - Retail Establishment Agreement - 2016 | Cw2323625 | \$00.00 | Not disputed in objection. |
| 12 | 1835 | Kmart Corporation; Sears Holdings | Sears Hometown And Outlet Stores, Inc. | Amended And Restated Merchandising Agreement | 509443 | \$00.00 | |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|---|----------------------|---------------------------------------|--|---|--------------|-------------|---------------------------------------|
| | | Corporation; | | | | | \$1,144,154.00² |
| 8. ¹ 3 : | 1893 | Sears Holdings Management Corporation | Cross Country Home Services (HMW) | HS OPS-Cross Country Home Service Inc – Agreement - 2014 | SHCLCW3606 | \$00.00 | Not disputed in objection. |
| 9. ¹ 4 : | 1893 | Sears Roebuck and Co. | Cross Country Home Services (HMW) | | CW2340683 | \$00.00 | Not disputed in objection. |
| 10. ¹ 5 : | 1893 | Sears Roebuck and Co. | Cross Country Home Services, Inc. | Home Services Agreement 2016 | | \$00.00 | Not disputed in objection. |
| 11. ¹ 6 : | 1893 | Sears Holdings Management Corporation | Cross Country Home Services, Inc., Homesure Of America, Inc., Homesure Protection of. | Amended and Restated Total Home Management Program Agreement 2017 | | \$00.00 | Not disputed in objection. |
| 12. ¹ 7 : | 1893 | Sears Holdings Management Corporation | Cross Country Home Services, Inc., Homesure Of America, Inc., Homesure Protection of. | Guarantee and Security Agreement | | \$00.00 | Not disputed in objection. |
| 13. ¹ 8 : | 1893 | Sears Holdings Management Corporation | Cross Country Home Services, Inc., Homesure Of America, Inc., Homesure Protection of California Inc. | Third Party Warranty Agreement | | \$00.00 | Not disputed in objection. |

²– ~~Disputed amount represents total disputed amount under the Amended And Restated Merchandising Agreement.~~

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|---|----------------------|--|--|---|--------------|-------------|----------------------------|
| | | | and Homesure OF Virginia, Inc. | | | | |
| <u>14</u> , 1 9 - | 1893 | Sears Roebuck and Co. Co. | Cross Country Home Services, Inc. | Fifth Amendment to Home Warranty Service Agreement | | \$00.00 | Not disputed in objection. |
| <u>15</u> , 2 0 - | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Shop Your Way Rewards Retail Establishment Agreement & Amendment #2 | 396577 | \$00.00 | Not disputed in objection. |
| <u>16</u> , 2 1 - | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Trademark License Agreement | 536493 | \$00.00 | Not disputed in objection. |
| <u>17</u> , 2 2 - | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Office Space Lease | 431288 | \$00.00 | Not disputed in objection. |
| <u>18</u> , 2 3 - | 1835 | Innovel Solutions, Inc. | Sears Hometown And Outlet Stores, Inc. | Purchase Agreement For Excess And Salvage Merchandise | 534857 | \$00.00 | Not disputed in objection. |
| <u>19</u> , 2 4 - | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Security Interest In Assets Of Sears Hometown And Outlet Stores, Inc. | N/A | \$00.00 | Not disputed in objection. |
| <u>20</u> , 2 5 - | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment #1 To Employee Transition And Administrative Services Agreement | 509440 | \$00.00 | Not disputed in objection. |
| <u>21</u> , 2 6 - | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Transition Of Sears Procurement Services | 546403 | \$00.00 | Not disputed in objection. |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|---|----------------------|---------------------------------------|---|--|--------------|--------------------|----------------------------|
| <u>22</u> , 27 | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Agreement And Authorization For Sho Franchisee Leasing Business | 537252 | \$00.00 | Not disputed in objection. |
| <u>23</u> , 28 | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 10 To Service Agreement | 543771 | \$00.00 | Not disputed in objection. |
| <u>24</u> , 29 | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Service Level Agreement Between Sears Holdings Corporation And Sho | 509456 | \$00.00 | Not disputed in objection. |
| <u>25</u> , 30 | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Shop Your Way Rewards Retail Establishment Agreement | N/A | \$00.00 | Not disputed in objection. |
| <u>26</u> , 31 | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 8 To Services Agreement | N/A | \$00.00 | Not disputed in objection. |
| 32 | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment To Amended And Restated Merchandising Agreement | | \$00.00 | See item 12. |
| 33 | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment No. 2 To The Amended And Restated Merchandising Agreement | | \$00.00 | See item 12. |
| 34 | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment No. 3 To The Amended And Restated Merchandising Agreement | | \$00.00 | See item 12. |
| 35 | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment No. 4 To The Amended And Restated Merchandising Agreement | | \$00.00 | See item 12. |
| <u>27</u> , 36 | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Services Agreement | | \$00.00 | Not disputed in objection. |
| <u>28</u> , 37 | 1835 | Sears Holdings | Sears Hometown | Amendment No. 1 To | | | Not disputed in |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|---|----------------------|---------------------------------------|--|---|--------------|-------------|----------------------------|
| 7 | | Management Corporation | And Outlet Stores, Inc. | Services Agreement | | \$00.00 | objection. |
| 29 3 8 | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 2 To Services Agreement | | \$00.00 | Not disputed in objection. |
| 30 3 9 | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 3 To Services Agreement | | \$00.00 | Not disputed in objection. |
| 31 4 0 | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 4 To Services Agreement | | \$00.00 | Not disputed in objection. |
| 32 4 1 | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 5 To Services Agreement | | \$00.00 | Not disputed in objection. |
| 33 4 2 | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 6 To Services Agreement | | \$00.00 | Not disputed in objection. |
| 34 4 3 | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 7 To Services Agreement | | \$00.00 | Not disputed in objection. |
| 35 4 4 | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 9 To Services Agreement | | \$00.00 | Not disputed in objection. |
| 36 4 5 | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Employee Transition And Administrative Services Agreement | | \$00.00 | Not disputed in objection. |
| 37 4 | 1835 | Sears Holdings | Sears Hometown | Amendment No. 1 To Shop | | | Not disputed in |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|-----------------|----------------------|---------------------------------------|--|--|--------------|-------------|----------------------------|
| 6 | | Management Corporation | And Outlet Stores, Inc. | Your Way Rewards Retail Establishment Agreement | | \$00.00 | objection. |
| 38.4 | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment #2 To Shop Your Way Rewards Retail Establishment Agreement | | \$00.00 | Not disputed in objection. |
| 39.4 | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Separation Agreement | | \$00.00 | Not disputed in objection. |
| 40.4 | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 1 To Separation Agreement | | \$00.00 | Not disputed in objection. |
| 41.5 | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment No. 1 To Trademark License Agreement | | \$00.00 | Not disputed in objection. |
| 42.5 | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Supplemental Agreement | | \$00.00 | Not disputed in objection. |
| 43.5 | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 1 To Supplemental Agreement | | \$00.00 | Not disputed in objection. |
| 44.5 | 1835 | Sears Brands, L.L.C. | Sears Hometown And Outlet Stores, Inc. | License And Intellectual Property Management Agreement | N/A | \$00.00 | Not disputed in objection. |
| 45.5 | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Tax Sharing Agreement | N/A | \$00.00 | Not disputed in objection. |
| 46.5 | 1835 | Sears Holdings | Sears Hometown | | N/A | | Not disputed in |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|--|----------------------|---|---|---|-------------------|-------------------------|----------------------------|
| 5 - | | Management Corporation | And Outlet Stores, Inc. | | | \$00.00 | objection. |
| 47 5 6 - | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Syw - Sears Hometown And Outlet Stores Inc - Retail Establishment Agreement - 2016 | Cw2323625 | \$00.00 | Not disputed in objection. |
| 57 - | 1835 | Kmart Corporation; Sears Holdings Corporation; | Sears Hometown And Outlet Stores, Inc. | Amended And Restated Merchandising Agreement | 509443 | \$00.00 | See item 12. |
| 48 5 8 - | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Shop Your Way Rewards Retail Establishment Agreement & Amendment #2 | 396577 | \$00.00 | Not disputed in objection. |
| 49 5 9 - | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Trademark License Agreement | 536493 | \$00.00 | Not disputed in objection. |
| 50 6 0 - | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Office Space Lease | 431288 | \$00.00 | Not disputed in objection. |
| 51 6 1 - | N/A | Sears Holdings Management Corporation | First Data Corporation-100062 3488 \ Telecheck Services Inc | Lp Ops - Telecheck Services Inc - Warranty Service Agreement - 2008 | Shclcw5528 | \$ 277,962 ² | No Objection Filed. |
| 52 6 2 - | 2024 | Kmart Corporation | Dfs Services Llc, Successor In Interest To Discover Card Services, Inc. | Notice Of Changes Of Fees Under Merchant Services Agreement Dates November 15, 1987 | N/A | N/A | Not disputed in objection. |
| 53 6 | 2024 | Kmart Corporation | Discover Financial | Letter Of Amendment Dated | | | Not disputed in |

² [Buyer agrees to offset against what First Data Corporation owes to Sellers.](#)

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|---------------|----------------------|--|--|---|----------------------|---------------------------|--|
| 3 | | | Services | 9/8/04 To The November 15, 1987 Merchant Services | N/A | N/A | objection. |
| 54 | 2024 | Kmart Corporation | Discover Financial Services | Letter Of Amendment Dated 9/9/03 To The November 15, 1987 Merchant Services | N/A | N/A | Not disputed in objection. |
| 55 | 2024 | Kmart Corporation | Discover Financial Services, Inc. | Supplemental Agreement | N/A | N/A | Not disputed in objection. |
| 56 | 2072 | Sears Holdings Corporation | Stanley Black & Decker, Inc. | Acquired Ip License Agreement | N/A | \$00.00 | \$516,784.54 Not disputed in objection. |
| 57 | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment No. 1 To Trademark License Agreement | 509438 | \$00.00 | Not disputed in objection. |
| 58 | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment No. 3 To The Amended And Restated Merchandising Agreement | 537251 | \$00.00 | Not disputed in objection. |
| 69 | 1992 | Sears Holdings Management Corporation | Oracle America, Inc.—402651 | SYW—Oracle—OD for Email Marketing—2018 | CW2339264 | \$2,149,380.00 | Not disputed in objection. |
| 70 | 1992 | Sears Holdings Management Corporation | Oracle America, Inc.—402651 | MKTG—Home Services—OracleMaxymiser—2018 | CW2340060 | \$00.00 | Not disputed in objection. |
| 71 | 1992 | Sears Holdings Management Corporation | Oracle America, Inc.—402651 | SYW—Oracle—MSA—2016 | CW2311500 | \$00.00 | Not disputed in objection. |
| 72 | 1992 | Sears Holdings Management Corporation | Oracle America, Inc.—402651 | HS—Oracle—OD for HS Email Services—2018 | CW2339405 | \$00.00 | Not disputed in objection. |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|-----|----------------------|---|-----------------------------|---|--------------|-------------|----------------------------|
| 73. | 1992 | Sears Holdings Management Corporation | Oracle America, Inc.—402651 | SYW—Oracle—OD—2018 | CW2339388 | \$00.00 | Not disputed in objection. |
| 74. | 1992 | Kmart Corporation; Sears, Roebuck and Co. | Oracle America, Inc | IT OPS—Oracle USA Inc—MSSA-2005 | SHCLCW1600 | \$00.00 | Not disputed in objection. |
| 75. | 1992 | Sears Holdings Management Corporation | Oracle America, Inc | ITG—Oracle Amendment 2 to MSA-2005 | CW2309081 | \$00.00 | Not disputed in objection. |
| 76. | 1992 | Sears Holdings Management Corporation | Oracle | IT—Oracle—Cloud Services Agreement—20160531 | CW2318109 | \$00.00 | Not disputed in objection. |
| 77. | 1992 | Sears Holdings Management Corporation | Oracle America, Inc. | ORACLE CLOUD SERVICES AGREEMENT US-CSA-QT600571 EFFECTIVE 31 MAY 2016 | CW2340060 | \$00.00 | Not disputed in objection. |
| 78. | 1992 | Sears Holdings Corporation | Oracle America | SYW—ORACLE—OD FOR DELIVERABILITY—2018 | CW2335726 | \$00.00 | Not disputed in objection. |
| 79. | 1992 | Sears Holdings Corporation | Oracle America | Oracle BI/Fusion 2018 Annual Maintenance | | \$00.00 | Not disputed in objection. |
| 80. | 1992 | Sears Holdings Corporation | Oracle America | Oracle G-Log GC3 Bundle 2018 Annual Renewal | | \$00.00 | Not disputed in objection. |
| 81. | 1992 | Sears Holdings Corporation | Oracle America | Oracle Weblogic OTM Renewal 2018 | | \$00.00 | Not disputed in objection. |
| 82. | 1992 | Sears Holdings Corporation | Oracle America | Oracle Weblogic OTM 12K Renewal 2018 | | \$00.00 | Not disputed in objection. |
| 83. | 1992 | Kmart Corporation; Sears, Roebuck and Co. | Rimini Street | IT-Rimini Street—Statement of Work 01 (Peoplesoft Support Services (2016) | CW2319307 | \$00.00 | Not disputed in objection. |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|--|----------------------|---------------------------------------|--|---|--------------|-------------|-----------------------------|
| 84. | 1992 | Sears Holdings Management Corporation | Oracle America, Inc.—402651 | SYW—Oracle—OD FOR DELIVERABILITY—2018 | CW2335726 | \$00.00 | Not disputed in objection. |
| 85. | 1995 / 2201 | Sears Holdings Management Corporation | Google Inc. | Online—Google—DFP Premium—2018 | | \$00.00 | \$1,115,563.36 ³ |
| 86. | 1995 / 2201 | Sears Holdings Management Corporation | Google Inc. | Home Service—Google—Suite360—Order Form—2018 | | \$00.00 | See item 85. |
| 87. | 1995 / 2201 | Sears Holdings Management Corporation | Google Inc. | MKTG—Online—Google—ADSENSE—2018 | | \$00.00 | See item 85. |
| 88. | 1995 / 2201 | Sears Home & Business Franchise | Google Inc. | Google Advertising Service Agreement | | \$00.00 | See item 85. |
| 59.8 9 - | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 9 To Services Agreement | 537250 | \$00.00 | Not disputed in objection. |
| 60.9 0 - | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment No. 2 To The Amended And Restated Merchandising Agreement | 534598 | \$00.00 | Not disputed in objection. |
| 61.9 1 - | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment To Amended And Restated Merchandising Agreement | 534596 | \$00.00 | Not disputed in objection. |
| 62.9 2 - | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 8 To Services Agreement | 534593 | \$00.00 | Not disputed in objection. |
| 63.9 | 1835 | Sears Holdings | Sears Hometown | Amendment No. 7 To | 529128 | | Not disputed in |

³- Disputed amount represents disputed amount for all Google Inc. contracts.

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|---|----------------------|---------------------------------------|--|---|--------------|-------------|----------------------------|
| 3 | | Management Corporation | And Outlet Stores, Inc. | Services Agreement | | \$00.00 | objection. |
| 64.9 4 | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 5 To Services Agreement | 525479 | \$00.00 | Not disputed in objection. |
| 65.9 5 | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 6 To Services Agreement | 525037 | \$00.00 | Not disputed in objection. |
| 66.9 6 | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 3 To Services Agreement | 511414 | \$00.00 | Not disputed in objection. |
| 67.9 7 | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment No. 4 To The Amended And Restated Merchandising Agreement | 509442 | \$00.00 | Not disputed in objection. |
| 68.9 8 | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 4 To Services Agreement | 509441 | \$00.00 | Not disputed in objection. |
| 69.9 9 | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 2 To Services Agreement | 459349 | \$00.00 | Not disputed in objection. |
| 70.9 0 | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 1 To Services Agreement | 444110 | \$00.00 | Not disputed in objection. |
| 71.9 0 1 | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Services Agreement | 396576 | \$00.00 | Not disputed in objection. |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|--|----------------------|---------------------------------------|--|---|-------------------|-------------|----------------------------|
| 72 ⁺ 0 2 - | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment #2 To Shop Your Way Rewards Retail Establishment Agreement | 547382 | \$00.00 | Not disputed in objection. |
| 73 ⁺ 0 3 - | 1835 | Sears Holdings Management Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 1 To Shop Your Way Rewards Retail Establishment Agreement | 547382 | \$00.00 | Not disputed in objection. |
| 74 ⁺ 0 4 - | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 1 To Supplemental Agreement | 509445 | \$00.00 | Not disputed in objection. |
| 75 ⁺ 0 5 - | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Supplemental Agreement | 444115 | \$00.00 | Not disputed in objection. |
| 76 ⁺ 0 6 - | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Amendment No. 1 To Separation Agreement | 444114 | \$00.00 | Not disputed in objection. |
| 77 ⁺ 0 7 - | 1835 | Sears Holdings Corporation | Sears Hometown And Outlet Stores, Inc. | Separation Agreement | 396575 | \$00.00 | Not disputed in objection. |
| 78 ⁺ 0 | 1835 | Sears Holdings Management | Sears Hometown And Outlet Stores, | Amendment No. 8 To Services Agreement | (blank in notice) | \$00.00 | Not disputed in objection. |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|----------------|----------------------|---|---|--|--------------|-----------------------|---|
| 8 | | Corporation | Inc. | | | | |
| 79 | N/A | Sears Brands Management Corporation | FLI Charge, Inc. | Patent License & Technology Agreement | N/A | \$00.00 | No Objection Filed. |
| 80 | N/A | Kmart Corporation; Sears, Roebuck and Co. | ABG Sportcraft, L.L.C. | License Agreement, as amended through 4/5/2018 | | \$00.00 | No Objection Filed. |
| 111 | 2000 | Sears Roebuck and Co. (as assignee from Kmart Corporation) | ICON-DE Holdings (as successor to IP Holdings LLC) | License Agreement, as amended through 1/23/2018 | | \$00.00 | a. Joe Boxer License Agreement \$7,771,992.00 b. Bongo License Agreement \$250,000.00 c. Cannon License Agreement \$4,131,850.00 |
| 112 | 1981-2252 | Sears Holdings Management Corporation | Salesforce.com, Inc. | Invoice No. 1252781 | | \$ 460,880 | \$119,471.27⁴ |

⁴ - ~~Dispute amount represents disputed amount for all Salesforce.com and Salesforce.com, Inc. contracts.~~

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|------|-----------------------|--|---------------------------------|--|----------------------|-------------|---|
| 113. | 1981-/2252 | Sears Holdings Management Corporation | Salesforce.com | Master Subscription Agreement | SHC-68113 | | See item 112. |
| 114. | 1981-/2252 | Sears Holdings Management Corporation | Salesforce.com, Inc. | Invoice No. 1252781 | | | See item 112. |
| 115. | 1988 | Sears Holdings Management Corporation | Cisco Systems, Inc. | IT-Cisco Systems, Inc.—Master Procurement Agreement | SHCLCW52 | \$ 424,905 | \$94,255.56 (plus \$94,703.02 after February 1, 2019) |
| 116. | 1988 | Sears Holdings Management Corporation | Cisco Systems, Inc. | Amendment 4 to MPA—2018 | CW2338855 | \$00.00 | See item 115. |
| 117. | 1842 | Sears Holdings Management Corporation | MICROSOFT CORP | Sub Agreement | CW2340816 | \$00.00 | See item 119. |
| 118. | 1842 | Sears Holdings Management Corporation | MICROSOFT CORP | Sub Agreement | CW2340816 | \$00.00 | See item 119. |
| 119. | 1842 | Sears, Roebucks and Co. | Microsoft Licensing GP—695814 | ITG—Microsoft Licensing GP Business Agreement | CS2212211 | \$00.00 | \$1581,584.41 ⁵ |
| 120. | 1842 | Sears Holdings Management Corporation | Microsoft Corporation | IT-MICROSOFT ENTERPRISE SERVICES WORK ORDER | CW2333269 | \$00.00 | See item 119. |
| 121. | 1842 | Sears Holdings Management Corporation | Microsoft Corporation | IT-MICROSOFT VOLUME LICENSING-SIGNATURE FORM AND ORDER | CW2333336 | \$00.00 | See item 119. |
| 122. | 1842 | Sears Holdings Management Corporation | Microsoft Corporation | IT—MICROSOFT—CW2320569—ENTERPRISE SUBSCRIPTION ENROLLMENT (DIRECT) | CW2320569 | \$00.00 | See item 119. |

⁵— Disputed amount represents disputed amount for all Microsoft contracts.

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|-----------------|----------------------|--|---|---|-----------------------|-------------------------|---|
| 123. | 1842 | Sears Holdings Management Corporation | MICROSOFT ENTERPRISE SERVICES-569749 | IT-MICROSOFT-CW2320569-ENTERPRISE SUBSCRIPTION ENROLLMENT (DIRECT)-2011 | CW2320569 | \$00.00 | See item 119. |
| 124. | 1842 | Sears Holdings Management Corporation | MICROSOFT ENTERPRISE SERVICES-569749 | IT-MICROSOFT ENTERPRISE SERVICES WORK ORDER | CW2333269 | \$00.00 | See item 119. |
| 125. | 1852 | Sears Holdings Management Corporation | LinkedIn | THCS-LinkedIn Corporation-LinkedIn Corporation Subscription Agreement-2008 | SHCLCW3535 | \$124,466.00 | \$153,633.17⁶ |
| 126. | 1852 | Sears Holdings Management Corporation | LinkedIn | LinkedIn 2018 Order Form to Corporate Subscription Agreement | CW2335071 | \$00.00 | See item 125. |
| 127. | 1865 | Kmart Corporation | Little Caesar Enterprises, Inc. | Second Addendum to Franchise Agreement | | \$00.00 | See item 128. |
| 128. | 1865 | Kmart Corporation | Little Caesar Enterprises, Inc. | | | \$112,207 | \$268,040.52 (as of 1/24/2019)⁷ |
| 129. | 1886 | Sears Holdings Management Corporation | Concur Technologies Inc-867262263 | SC-Concur Technologies-Master Software Agreement-2009 | SHCLCW5873 | \$92,474 | Not disputed in objection. |
| 130. | 1886 | Sears Holdings Management Corporation | Concur Technologies Inc-867262263 | FIN-CONCUR-SOW-2015 | CW2295022 | \$00.00 | Not disputed in objection. |

⁶- Disputed amount represents disputed amount for all LinkedIn contracts.

⁷- Disputed amount represents disputed amount for all Little Caesar Enterprises, Inc. contracts.

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|--|----------------------|--|---|---|----------------------|--------------------|---|
| 131. | 1886 | Sears Holdings Management Corporation | Concur Technologies Inc-867262263 | FIN-CONCUR-SOF 9-OCTOBER 2017 | CW2332790 | \$00.00 | Not disputed in objection. |
| 132. | 1886 | Sears Holdings Management Corporation | SAP America, Inc. | Support Selection Addendum (DIRECT) | | \$00.00 | Not disputed in objection. |
| 133. | 1886 | Sears Holdings Management Corporation | SAP America, Inc. | Software End User License Agreement | | \$00.00 | Not disputed in objection. |
| 134. | 1842 | N/A | Microsoft Online, Inc. | Microsoft Bing Ads Agreement | | \$00.00 | See item 119. |
| 135. | 1842 | Sears Holdings Management Corporation | MICROSOFT ENTERPRISE SERVICES-569749 | IT MICROSOFT VOLUME LICENSING SIGNATURE FORM AND ORDER | CW2333336 | \$00.00 | See item 119. |
| 81. + 3 6 - | 1821 | Sears Brands Management Corporation | Cleva North America, Inc. | License Agreement | N/A | \$00.00 | Not disputed in objection with respect to this agreement. |
| 82. + 3 7 - | N/A | Sears Brands Management Corporation | Drinkpod LLC | License Agreement | N/A | \$1,675 | No Objection Filed. |
| 83. + 3 8 - | N/A | Sears Brands Management Corporation | Permasteel, Inc. | License Agreement, as amended through August 28, 2017 | | | No Objection Filed. |
| 84. + 3 9 - | N/A | Sears Brands Management Corporation | Gibson Overseas, Inc. | License Agreement | N/A | \$7,889 | No Objection Filed. |
| 85. + 4 | N/A | Sears Brands Management | Algert Company | Distribution Agreement | | \$00.00 | No Objection Filed. |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|--|----------------------|---|--|---|--------------|-------------|---------------------|
| 86 4 4 4 4 | N/A | Sears Brands Management Corporation | Globistic Co., Inc. | Distributorship Agreement | N/A | \$00.00 | No Objection Filed. |
| 87 4 4 2 4 | N/A | Sears Brands Management Corporation | Homemart, S.A. | Retail Store License Agreement, as amended through [] | N/A | \$00.00 | No Objection Filed. |
| 88 4 4 3 4 | N/A | Sears Brands Management Corporation | Distribuidora y Comercializadora Master Brands SpA – Chile | Distributorship Agreement | N/A | \$00.00 | No Objection Filed. |
| 89 4 4 4 4 | N/A | Sears, Roebuck and Co. | Lands' End, Inc. and its Affiliates | Retail Operations Agreement | N/A | \$00.00 | No Objection Filed. |
| 90 4 4 5 4 | N/A | Sears, Roebuck and Co.; Sears Brands Management Corporation | Sears, Roebuck de Mexico, S.A. de C.V. | Amended and Restated Trademark License Agreement, as Amended through Jan. 1, 2010 | N/A | \$00.00 | No Objection Filed. |
| 91 4 4 6 4 | 1835 | Sears, Roebuck and Co. | Sears Authorized Hometown Stores, LLC and franchise sublicensees | Store License Agreement, as amended July 10, 2017 | | \$00.00 | No Objection Filed. |
| 92 4 4 | 1835 | Sears Roebuck and Co. | Sears Outlet Stores, L.L.C. and its | Store License Agreement, as amended through May 1, | | \$00.00 | No Objection Filed. |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|-------------------|----------------------|--|---|--|----------------|----------------------|--|
| 7 | | | franchisees | 2016 | | | |
| 148. | 2000 | Kmart Corporation | Icon-NY Holdings LLC | License Agreement | N/A | \$00.00 | No Objection Filed. |
| 149. | 2009 | Kmart Corporation and its Affiliates | Adam Levine Productions, Inc. | Trademark License Agreement, as amended through 9/14/2018 | N/A | \$180,854 | \$210,037.09 (plus any additional post-petition quarterly payments due through the closing) |
| 150. | 2005 | Sears, Roebuck and Co. | Bonnier Corporation | License Agreement as amended through 10/12/2017 | N/A | \$00.00 | \$288,250.89 (plus any royalties due post-petition) |
| 93.151 | N/A | Kmart Corporation | Route 66 Holdings, LLC | Amended and Restated License Agreement as amended through 5/12/2010 | N/A | \$00.00 | No Objection Filed. |
| 152. | 1980 | Sears, Roebuck and Co.; Kmart Corporation | Everlast World's Boxing Headquarters Corporation | License Agreement as amended through 11/11/2015 | N/A | \$683,206 | (\$91,022.61) (\$2,751,039.94 if assigned after March 4, 2019) |
| 153. | 2000 | Kmart Corporation | Icon-DE Holdings LLC (as successor to IP Holdings LLC) | License as amended through 8/1/2015 | N/A | \$00.00 | a. Joe Boxer License Agreement \$7,771,992.00 b. Bongo License Agreement \$250,000.00 |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|--|----------------------|--|--|---|--------------|-------------|--|
| | | | | | | | e. Cannon License Agreement \$4,131,850.00 |
| 154. | N/A | Sears Brands Management Corporation | Afero, Inc. | License and Services Agreement | N/A | \$552,300 | No Objection Filed. |
| 155. | N/A | Sears Brands Management Corporation | Afero, Inc. | Master License and Services Agreement | N/A | \$00.00 | No Objection Filed. |
| 156. | N/A | Sears Brands Management Corporation | Ayla Networks | Master Subscription Agreement | CW2308670 | \$00.00 | No Objection Filed. |
| <u>94</u> 5 7 7 | N/A | Sears International Marketing, Inc. | Sears, Roebuck de Mexico, S.A. DE C.V. | Amendment to Merchandise Sale Agreement Dated April 17, 1997 | N/A | \$00.00 | No Objection Filed. |
| <u>95</u> 5 8 7 | N/A | Sears Roebuck and Co. | Sears Home Appliance Showrooms, LLC | Store License Agreement | 396580 | \$00.00 | No Objection Filed. |
| <u>96</u> 5 9 7 | N/A | Sears, Roebuck and Co. | Sears International Marketing, Inc. and Sears, Roebuck de Mexico, S.A. de C.V. | Amendment to Merchandise Service and Quality Control Agreement dated April 28, 1997 | N/A | \$00.00 | No Objection Filed. |
| <u>97</u> 6 0 7 | N/A | Sears, Roebuck and Co., Sears Brands Management Corporation; Sears | Roebuck de Mexico, S.A de C.V.; Sears International Marketing, Inc. | Second Amendment to Merchandise Service and Quality Control Agreement | N/A | \$00.00 | No Objection Filed. |
| <u>98</u> 6 1 | N/A | Sears, Roebuck and Co., Sears Brands | Roebuck de Mexico, S.A de C.V.; Sears International | Third Amendment to Merchandise Service and Quality Control Agreement | N/A | \$00.00 | No Objection Filed. |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|---|----------------------|---|--|---|-------------------|----------------|--|
| 7 | | Management Corporation; Sears, | Marketing, Inc. | | | | |
| <u>99</u> , 4 6 2 7 | N/A | Sears, Roebuck and Co. | Sears International Marketing, Inc. and Sears, Roebuck de Mexico, S.A. de C.V. | Mexico Merchandise Service and Quality Control Agreement | N/A | \$00.00 | No Objection Filed. |
| <u>100</u> | <u>N/A</u> | <u>Sears Holdings Management Corporation</u> | <u>FIA Card Services NA</u> | <u>FIN- Bank of America N.A. – Statement of Work 1 to Card Service Agreement – 2011</u> | <u>SHCLCW1617</u> | <u>\$00.00</u> | <u>No Objection Filed.</u> |
| <u>101</u> | <u>N/A</u> | <u>Sears Holdings Management Corporation</u> | <u>FIA Card Services NA</u> | <u>FIN – Bank of America N.A. – Card Service Agreement - 2011</u> | <u>SHCLCW1617</u> | <u>\$00.00</u> | <u>No Objection Filed.</u> |
| <u>102</u> | <u>N/A</u> | <u>SEARS, ROEBUCK AND CO., AND SEARS BRANDS BUSINESS UNIT CORPORATION</u> | <u>CITIBANK, N.A.</u> | <u>AMENDED AND RESTATED MARKETING AGREEMENT</u> | | <u>\$00.00</u> | <u>No Objection Filed.</u> |
| <u>103</u> | <u>N/A</u> | <u>SEARS, ROEBUCK AND CO.</u> | <u>CITIBANK, N.A.</u> | <u>AMENDED AND RESTATED NEW MERCHANT AGREEMENT</u> | | <u>\$00.00</u> | <u>No Objection Filed.</u> |
| <u>104</u> | <u>N/A</u> | <u>SEARS BRANDS BUSINESS UNIT CORP; SEARS ROEBUCK AND CO.</u> | <u>CITIBANK, N.A.</u> | <u>SECOND AMENDED AND RESTATED PROGRAM AGREEMENT</u> | | <u>\$00.00</u> | <u>No Objection Filed.</u> |
| <u>105</u> | <u>1835</u> | <u>Kmart Corporation; Sears Holdings Corporation;</u> | <u>Sears Hometown And Outlet Stores, Inc.</u> | <u>Amended And Restated Merchandising Agreement</u> | <u>509443</u> | <u>\$00.00</u> | <u>Cure Amount, if any, to be mutually agreed in each party's sole discretion.</u> |
| <u>106</u> | <u>1835</u> | <u>Sears, Roebuck And Co.</u> | <u>Sears Hometown And Outlet Stores, Inc.</u> | <u>Amendment To Amended And Restated Merchandising Agreement</u> | | <u>\$00.00</u> | <u>Cure Amount, if any, to be mutually agreed in each party's sole</u> |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|----------------------|----------------------|--|--|---|------------------------|-------------------------|---|
| | | | | | | | discretion. |
| 107. | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment No. 2 To The Amended And Restated Merchandising Agreement | | \$00.00 | Cure Amount, if any, to be mutually agreed in each party's sole discretion. |
| 108. | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment No. 3 To The Amended And Restated Merchandising Agreement | | \$00.00 | Cure Amount, if any, to be mutually agreed in each party's sole discretion. |
| 109. | 1835 | Sears, Roebuck And Co. | Sears Hometown And Outlet Stores, Inc. | Amendment No. 4 To The Amended And Restated Merchandising Agreement | | \$00.00 | Cure Amount, if any, to be mutually agreed in each party's sole discretion. |
| 110. | 1835 | Kmart Corporation; Sears Holdings Corporation; | Sears Hometown And Outlet Stores, Inc. | Amended And Restated Merchandising Agreement | 509443 | \$00.00 | Cure Amount, if any, to be mutually agreed in each party's sole discretion. |
| 111. | N/A | Sears Holdings Corporation, Sears roebuck and Co., Kmart Corporation | Bank of America, N.A. | Lender Tri-Party Agreement Amended and Restated Agreement | | \$00.00 | No Objection Filed. |
| 112. | N/A | Sears Holdings Corporation, Sears roebuck and Co., Kmart Corporation | Gordon Brothers Finance Company | Lender Tri-Party Agreement Amended and Restated Agreement | | \$00.00 | No Objection Filed. |
| 113. | N/A | Sears Holdings Corporation, Sears roebuck and Co., Kmart Corporation | Sears Authorized Hometown Stores, LLC | Lender Tri-Party Agreement Amended and Restated Agreement | | \$00.00 | No Objection Filed. |
| 114. | N/A | Sears Holdings Corporation, Sears | Sears Home Applicable | Lender Tri-Party Agreement Amended and Restated | | \$00.00 | No Objection Filed. |

| No. | ECF No. ¹ | Debtor | Counterparty | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|----------------------|----------------------|--|---|---|--------------|-------------------------|--|
| | | roebuck and Co., Kmart Corporation | Showrooms, LLC | Agreement | | | |
| 115. | N/A | Sears Holdings Corporation, Sears roebuck and Co., Kmart Corporation | Sears Hometown And Outlet Stores, Inc. | Lender Tri-Party Agreement Amended and Restated Agreement | | \$00.00 | No Objection Filed. |
| 116. | N/A | Sears Holdings Corporation, Sears roebuck and Co., Kmart Corporation | Sears Outlet Stores, LLC | Lender Tri-Party Agreement Amended and Restated Agreement | | \$00.00 | No Objection Filed. |
| 117. | N/A | Sears Brands Management Corporation | Beijing Industrial Development | License Agreement | | \$00.00 | No Objection Filed. |
| 118. | 2024 | Sears Roebuck and Co. | DFS Services LLC formerly Novus Services, Inc. | Master Services Agreement | | \$00.00 | Not disputed in objection. |
| 119. | 2024 | Kmart Corporation | DFS Services LLC, successor in interest to Discover Card Services, Inc. | Master Services Agreement | | \$00.00 | Not disputed in objection. |

Schedule 2 – Leases

| No. | ECF No. | Counterparty | Debtor | Contract Title | Contract No. | Cure Amount | Disputed Amount |
|---|----------------|---------------------|--|---|---------------------|--------------------|------------------------|
| 120 ⁶³ 6 3 7 | N/A | SRC Facilities LLC | Kmart Corporation; Sears, Roebuck and Co. | Amended and Restated Master Lease Agreement | N/A | \$00.00 | TBD ⁸³ - |
| 121 ⁶⁴ 6 4 7 | N/A | SRC O.P LLC | Kmart Corporation; Sears, Roebuck and Co | Amended and Restated Master Lease Agreement | N/A | \$00.00 | TBD ⁹⁴ - |

⁸³ Sparrow entities reserve rights with respect to payment of post-petition rent under MLA with respect to dark stores.

⁹⁴ Sparrow entities reserve rights with respect to payment of post-petition rent under MLA with respect to dark stores.